Filing Fee $150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. # 98201

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is RAMSAY'S, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

To provide landscaping service and maintenance and to engage in any legal business.

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FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares ...300... common no par value

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

or

(b) *If more than one class:* Total number of shares ....

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

None

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

see attached

SEVENTH. The address of the initial registered office of the corporation is 20 Paull Street, Bristol, Rhode Island 02809 (add Zip Code) and the name of its initial registered agent at such address is: Enzly W. Ramsay

Enzly W. Ramsay

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	*Address*
Enzly W. Ramsay	20 Paull St., Bristol, RI 02809
Lisbeth A. Ramsay	20 Paull St., Bristol, RI 02809

NINTH. The name and address of each incorporator is:

Name	*Address*
Enzly W. Ramsay	20 Paull St., Bristol, RI 02809
Lisbeth A. Ramsay	20 Paull St., Bristol, RI 02809

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

January 1, 1998

Dated December 12, 1997

Enzly W. Ramsay

Signature of each incorporator

Lisbeth A. Ramsay

STATE OF RHODE ISLAND } In the ~~City~~ Town } of Tiverton
COUNTY OF NEWPORT

in said county this 12 th day of December, A.D. 1997

then personally appeared before me Enzly W. Ramsay and Lisbeth A. Ramsay

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Carol J. Hines
Notary Public

CAROL J. HINES
NOTARY PUBLIC
COMMISSION EXPIRES: JUNE 21, 2001

The restrictions placed on the transferability of the outstanding capital stock of the corporation as hereinafter set forth, shall not be applicable so long as there is only one stockholder, but so long as there shall be more than one stockholder of the outstanding capital stock of the corporation, no holder of any of the capital stock of the corporation shall transfer any of such stock without first offering the same to the corporation at the lowest price at which he or she is willing to dispose of the same, said offer to be in writing and to include a true statement of the names and addresses of the transferees to whom said stockholder intends to transfer his or her stock if his or her said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed and delivered to the Secretary of the corporation, or in case the stockholder making such offer be the Secretary, then to the President. The Secretary or the President, as the case may be, shall thereupon call or cause to be called a special meeting of the holders of the stock of the corporation then outstanding, to be held within 10 days after the receipt of the said offer, for the purpose of taking action with respect to the same. The corporation through the holders of the stock then outstanding shall have 30 days after the receipt of said offer to accept or reject said offer, and until action thereon shall first occur, no transfer of any of his or her capital stock shall be made by the stockholder submitting the offer, but if the stockholders shall reject said offer, and until action thereon shall first occur, no transfer of any of his or her capital stock shall be made by the stockholder submitting the offer, but if the stockholders shall reject said offer or if no action shall be taken by them prior to the expiration of said 30 days, such stockholder may then transfer the same at not less than said price to any transferee or transferees described in said statement at any time within six months after the expiration of said 30 days, but not otherwise or thereafter without again complying with the provisions of this article. At any such meeting the shares of stock held by the stockholder submitting said offer shall not be counted as outstanding for the purpose of determining what shall constitute a quorum and a majority vote and the stockholder so submitting said offer shall not be entitled to vote at said meeting. All transfers of the capital stock of the corporation are intended to be included in the prohibitions of this Article, including, but without limiting the generality of the foregoing, a transfer by virtue of a pledge, attachment or other encumbrance. Any transfer contrary to the foregoing provisions shall be void.